

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

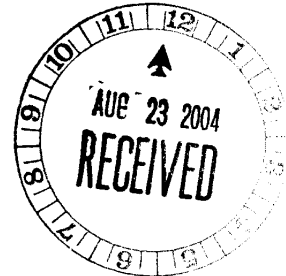
Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 25142 FILED

AUG 23 '04

4-47 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

August 19, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) originals of a Memorandum of Lease Agreement, dated June 15, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Railcar Custom Leasing, LLC  
980 N. Michigan Ave, Suite 1000  
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed document is one-hundred fifty (150) 4012 cubic foot capacity steel rotary gondola cars, currently marked NOKL to be remarked to AWXX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano  
Manager of Documentation

Enclosures  
(RACL001)

-ASSGN. NO. RACL001

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MEMORANDUM OF LEASE

AUG 23 '04

4-47 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of June, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Railcar Custom Leasing, LLC, a Tennessee limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 15, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard E. Seymour

Name: RICHARD E. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 18th day of June, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

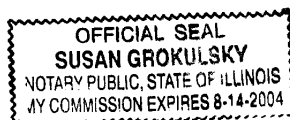
WITNESS my hand and official stamp or seal, this 18th day of June, 2004.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)

-CHG01:30454777.v1



LESSEE:

RAILCAR CUSTOM LEASING, LLC

By: [Signature]  
Name: Dennis L. Amick  
Title: President

Executed on this 12<sup>th</sup> day of July, 2004.

[CORPORATE SEAL]

STATE OF IL

COUNTY OF COOK

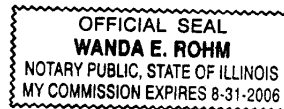
I, Wanda E. Rohm, a Notary Public of the County and State aforesaid, certify that dennis L. amick personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of JULY, 2004.

Wanda E. Rohm  
Notary Public

My Commission Expires:

8-31-2006  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred fifty (150)

DESCRIPTION OF CARS: 1976 & 1977 built, 4012 cubic foot capacity, 263 GWR steel rotary gondola cars.

CAR NUMBERS: NOKL 950150 through NOKL 950299, inclusive.

Cars to be remarked to:

AWXX 4001 through AWXX 4150, inclusive.